

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	<b>Chapter 11</b>
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	<b>Case No.: 09-50026 (REG)</b>
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
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**ORDER RESPECTING MOTION OF GENERAL MOTORS LLC TO ENFORCE  
363 SALE ORDER AND APPROVED DEFERRED TERMINATION  
AGREEMENT AGAINST LESON CHEVROLET COMPANY, INC.**

Upon the Motion dated October 8, 2010 (the “**Motion**”) of General Motors LLC (f/k/a General Motors Company) (“**New GM**”),<sup>1</sup> pursuant to Sections 105 and 363 of Title 11, United States Code, docket number 7269, a hearing was held before the Honorable Robert E. Gerber on October 26, 2010. The Court, having considered New GM’s Motion, the Objection of Leson Chevrolet Company, Inc. (“Leson”) (docket number 7430), GM’s reply (docket number 7502), the exhibits, pleadings, oral argument and applicable law, was of the opinion (the “**Opinion**”) that it has exclusive jurisdiction over all issues raised in that certain civil action pending in the Louisiana Motor Vehicle Commission, captioned *Leson Chevrolet Company, Inc. v. General Motors, LLC*, Hearing No. 2010-040 (the “**Leson Action**”) and all issues raised in the Motion; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that certain of the issues raised in the Motion are resolved to the extent set forth herein; and it is further

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that Leson and all persons acting in concert with it shall cease and desist from prosecuting the Leson Action, including, without limitation, taking such steps as is necessary to cancel any hearing or pre-hearing related to the Leson Action; and it is further

ORDERED that Leson shall dismiss the Leson Action without prejudice within three (3) business days of the entry of this Order and this Court shall have and retain exclusive jurisdiction to hear and determine all matters arising from or related to the Leson Action, the Motion and this Order; *provided, however*, that nothing set forth in this Order shall (a) preclude Leson from seeking relief with respect to this Order in the United States District Court for the Southern District of New York (“**District Court**”), or any appellate court of the District Court, and (b) constitute a determination that this Order is interlocutory or final, or that Leson may appeal this Order at this time; and it is further

ORDERED that Leson shall file with the Clerk of this Court evidence of the dismissal of the Leson Action within five (5) business days after the entry of this Order; and it is further

ORDERED that New GM and all persons acting in concert with it or on its behalf, pending a further order of the Court, are enjoined, restrained and prohibited from terminating or cancelling the Leson dealer agreement; and it is further

ORDERED that all matters relating to the Motion not addressed by this Order shall be the subject of one or more subsequent order(s) issued by the Court; and it is further

ORDERED that as stated on the record of the Hearing, this Order is effective, retroactive to 3:50 p.m. (Eastern Time) on October 26, 2010.

Dated: **November 2, 2010**  
New York, New York

**s/ Robert E. Gerber**  
UNITED STATES BANKRUPTCY JUDGE